

EXHIBIT "A"

04/2004 14:28 FAX

001/002



June 9, 2004

Del and Ernestine Bunch
1909 Red Robin Court
Las Vegas, NV 89134

Dear Del:

Regarding the promissory note dated June 26, 2000 between USA Commercial Mortgage Company, and Del and Ernestine Bunch ("Note"), which currently has a due date of February 5, 2005, the note currently provides for repayments provided there is a 30-day notice of such repayment. Please consider this letter as notice to repay \$500,000 of the note on or about June 30, 2004.

To further clarify the intent between USA Commercial Mortgage Company and Del and Ernestine Bunch regarding the terms and repayment of the Note, we propose the following: a) extend the term of the Note for one year to February 5, 2006, b) in keeping with the existing terms of the note, USA will provide to Bunch a 30 day notice of any reduction in the amount of the Note, c) it is USA's intention to begin reducing the Note by approximately \$1 million every six months, but proper notice will be issued before any repayment, whether more or less than in amount, or more or less frequently than indicated.

We hope this clarifies our relationship regarding the Note, and I look forward to getting together with you soon. Thank you.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "J. Milanowski", written over a horizontal line.

Joseph D. Milanowski
President
USA Commercial Mortgage Company

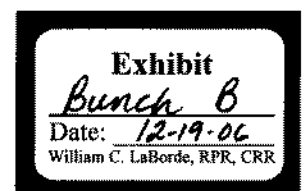


EXHIBIT "B"



July 22, 2004

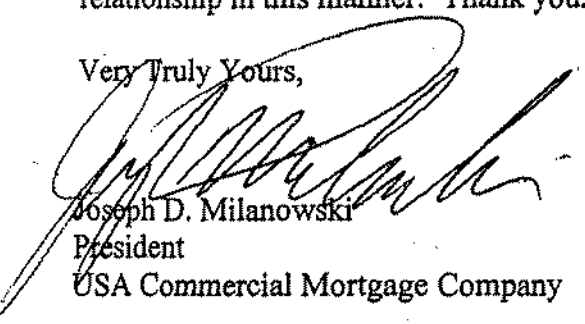
Del and Ernestine Bunch
1909 Red Robin Court
Las Vegas, NV 89134

Dear Del:

As I told you this morning, after our conversation last week regarding our outstanding note with you, Tom and I discussed the situation, and would like to propose the following: The promissory note, which currently has a due date of February 5, 2005, shall be extended one year to February of 2006, and USA would not tender any repayments under the note during the next six months.

This will give us the confidence and time to reinvest the capital we had proposed to repay to you to continue earning – and be able to pay – the returns we have contracted with you. Please call me with any questions that you may have, and we look forward to continuing our relationship in this manner. Thank you.

Very Truly Yours,



Joseph D. Milanowski
President
USA Commercial Mortgage Company

Dear Joe,

Sorry you failed to respond to the concerns expressed by me at our meeting of July 13, 2004.

We do not feel our relationship can continue in the manner described in your letter.

Please consider this reply as notice of our intent to be repaid as per the terms of our ten million dollar (\$10,000,000.00) note.

Sincerely,



Del Bunch

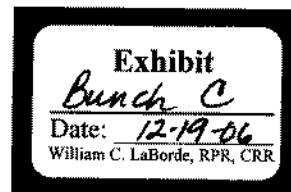


EXHIBIT "C"



March 27, 2001

Del Bunch
1909 Red Robin Court
Las Vegas, NV 89134

Dear Mr. Bunch :



3247, attention Douglas Absher.

Interest

<u>Date of Note</u>	<u>Due Date</u>	<u>Rate</u>	<u>Date paid to</u>	<u>Unpaid balance</u>	<u>Collateral</u>
06-26-00	06-26-01	20%	03-31-01	\$4,000,000.	NOTE

Additionally, please confirm that no modifications to the original agreement regarding collateral or any other terms, nor any defaults, refinancing, or releases from any terms of the original agreement have occurred since December 31, 2000 through the date of your reply.

If subsequent to your reply but prior to April 30, 2001 any changes in the status of our notes occur, please advise our auditors.

Your prompt attention to this request will be appreciated. A self addressed envelope is enclosed for your reply.

Yours very truly,

Joseph D. Milanowski

CONFIRMATION:

The above information is complete and accurate as of the date indicated except as described below:

THOMAS A. HANTGES AND
JOSEPH D. MILANOWSKI

Date: 04-04-01

By: (Company name)

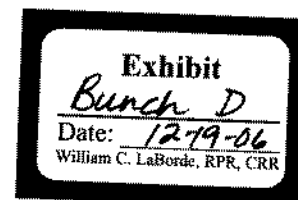


EXHIBIT "D"



June 20, 2003

Del and Ernestine Bunch
1909 Red Robin Court
Las Vegas, NV 89134

Our auditors, **Piercy Bowler Taylor & Kern** - 6100 Elton Avenue, Suite 1000 Las Vegas, NV 89107-0123, are conducting an audit of our financial statements.

Accordingly, please confirm directly to them the following information relating to our note payable to you, as of **December 31, 2002**:

Date of note	June 26, 2000
Original amount	\$10,000,000
Unpaid principal	\$8,100,000
Maturity date	One year after the last advance is made
Interest rate	20% per annum
Amount and description of collateral	None
Any other direct or contingent liabilities to you	None

If the above information is in agreement with your records at that date, please so indicate by signing in the place provided below and return the copy of this letter directly to our auditors in the enclosed envelope.

If the above is not in agreement with your records, please note in the space provided the particulars shown in your records and any information which may help reconcile the difference from our records.

Very truly yours,

Robert A. Hilson
Chief Financial Officer

The above information is correct as of December 31, 2002 with the following exceptions (if any):

PRINCIPALS TOM HANTGES & JOE MILANOWSKI.

Date: 06-23-03

Signature: [Signature]

Title: _____

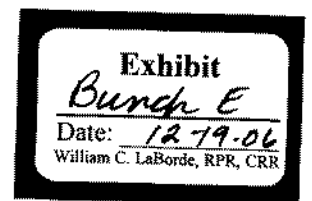


EXHIBIT "E"

ERNESTINE & DEL BUNCH**CHECKS TO USA COMMERCIAL MORTGAGE**

YEAR	DEPOSIT DATE	CHECK NUMBER	AMOUNT	
2000				
1	6/26/2000	9326	\$1,175,000	
2	7/31/2000	9391	\$200,000	
3	8/11/2000	9394	\$275,000	
4	8/11/2000	9395	\$150,000	
5	9/19/2000	WIRE	\$500,000	
6	10/13/2000	9535	\$1,075,000	
7	10/24/2000	9554	\$125,000	
8	12/15/2000	WIRE	\$500,000	\$4,000,000
2001				
9	3/29/2001	9836	\$100,000	
10	6/27/2001	9975	\$125,000	
11	9/14/2001	10083	\$775,000	
12	9/21/2001	10089	\$175,000	
13	12/14/2001	10188	\$1,075,000	\$2,250,000
2002				
14	1/16/2002	10228	\$1,175,000	
15	3/5/2002	10298	\$125,000	
16	5/1/2002	10375	\$200,000	
17	6/10/2002	10425	\$100,000	
18	7/8/2002	10455	\$75,000	
19	9/9/2002	10524	\$75,000	
20	12/9/2002	10622	\$100,000	\$1,850,000
2003				
21	5/20/2003	10794	\$45,000	
22	5/30/2003	10809	\$1,105,000	
23	7/17/2003	10858	\$50,000	
24	8/8/2003	10882	\$100,000	
25	10/8/2003	10940	\$125,000	
26	12/8/2003	10991	\$100,000	\$1,525,000
2004				
27	2/5/2004	11078	\$375,000	<u>\$375,000</u>

\$10,000,000

Deposits to USACM